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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

AARON BREEDEN, et al.,

Plaintiffs,

vs.

BENCHMARK LENDING GROUP,
INC., a Delaware Corporation and DOES
1 through 100, inclusive,

Defendants.

Case No. C 04-05104 SC (MEJ)

**STIPULATION AND ~~PROPOSED~~
ORDER TO CONTINUE PRODUCTION
OF DOCUMENTS AND DEPOSITION
SCHEDULE**

IT IS HEREBY STIPULATED between the parties, through their attorneys of record, as follows:

On August 25, 2005, the Court ordered that Defendant produce all non-privileged documents relating to the exemption issues by September 8, 2005, and that depositions related to this issue take place within three weeks of production of these documents.

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TO 60012#056660003 P.03/03

On Tuesday, September 6, 2005, Defendant Benchmark Lending Group decided to retain new counsel, Morgan Lewis and Bockius LLP ("MLB"), in connection with this action.

On Wednesday, September 7, 2005, Rebecca Eisen of MLB, informed Plaintiffs' attorney, Peter Simon, of this development and asked him to stipulate to an extension of time to comply with the discovery order in order to allow new counsel to become familiar with the case. Mr. Simon agreed.

The parties anticipate that Defendant will be able to produce documents within approximately 30 days, and complete the depositions within 60 days of the date of this Order. Accordingly, the parties agree that the deadline to produce documents be continued to October 8, 2005, and that the depositions be completed by November 7, 2005.

Dated: September 8, 2005

MORGAN LEWIS & BOCKIUS LLP

By

Barbara I. Antonucci
Attorneys for Defendant
BENCHMARK LENDING GROUP, INC.

Dated: September 8, 2005

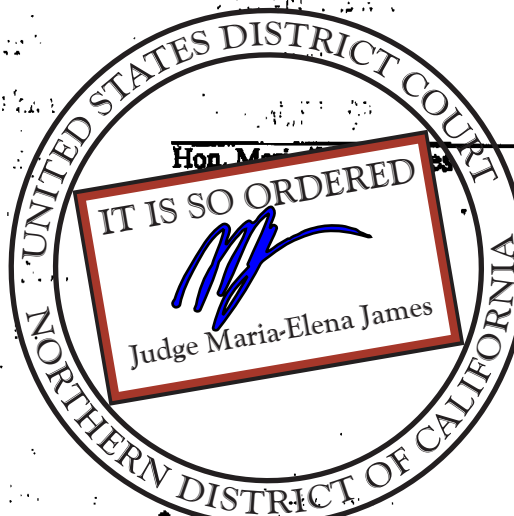
BEYERS COSTIN

By

Peter L. Simon
Attorneys for Plaintiffs
AARON BREEDEN et al.

IT IS SO ORDERED:

Dated: September 9, 2005



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STIPULATION AND [PROPOSED] ORDER